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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

IN RE:	)	
	)	
DELPHI CORPORATION, <i>et al.</i> ,	)	CASE NO. 05-44481 (RDD)
	)	(Jointly Administered)
Debtors.	)	Chapter 11

**CONDITIONAL WITHDRAWAL OF OBJECTION OF DECATUR PLASTIC  
PRODUCTS, INC. TO NOTICE ASSIGNMENT/ASSUMPTION OF CURE AMOUNT  
WITH RESPECT TO EXECUTORY CONTRACT OR UNEXPIRED LEASE TO BE  
ASSUMED AND ASSIGNED IN CONNECTION WITH THE SALE OF  
INTERIORS AND CLOSURES BUSINESSES**

Decatur Plastic Products, Inc. ("Decatur"), by counsel, hereby files this Conditional Withdrawal of its Objection of Decatur Plastic Products, Inc. to Notice of Cure Amount with Respect to Executory Contract or Unexpired Lease to be Assumed and Assigned in Connection with the Sale of Interiors and Closures Businesses, filed herein on November 23, 2007 as Docket No. 11060 (the "Objection"). Decatur is withdrawing its Objection (and will not appear at the hearing on Thursday, December 20, 2007), at the request of Delphi, based on specific representations by Delphi's counsel that the following language will be included in the Response it files to the Objection on Wednesday, December 19, 2007:

Decatur Plastic Products, Inc. ("Decatur Plastics") filed an objection (the "Decatur Plastics Objection") (Docket No. 11060) to the Notice of Assumption and/or Assignment (Docket No. 10963) and the Notice of Cure Amount with Respect to Executory

Contract or Unexpired Lease to be Assumed and Assigned in Connection with the Sale of Interiors and Closures Businesses (Docket No. 10962). In the Decatur Plastics Objection, Decatur Plastics argued that a certain long term contract (the "Decatur Long Term Contract") and related Purchase Orders (the "POs") 501799177, 550194157, and 550164782 should be assumed and/or assigned, and requested assurance of payment of outstanding post-petition obligations. In addition, Decatur Plastics asserted that the certain POs had expired. The Decatur Plastics Objection has been resolved. Subsequent to the filing of the Decatur Plastics Objection, the Debtors filed an additional Notice of Assumption and/or Assignment Notice seeking to assume and/or assign the Decatur Long Term Contract. The Debtors confirmed that Purchase Orders 550049066, 550055334, 550056063, 550056154, 550059575 and 550070434 will not be assumed and/or assigned. In addition, the Debtors and Decatur Plastics agreed that Purchase Orders 550199177, 550194157, 550164782, 550127304, 550127305, and 50127310, issued to implement the Decatur Long Term Contract, will be assumed and/or assigned and amounts outstanding thereunder will be paid at closing or thereafter in the ordinary course of business.

Decatur reserves all rights to renew its Objection if the foregoing language is not included in the Response.

DATED: December 19, 2007

Respectfully submitted,

/s/ Michael A. Trentadue

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Attorneys for Decatur Plastic Products, Inc.

**CERTIFICATE OF SERVICE**

I hereby certify that a copy of the foregoing has been served upon the following parties,  
via first class United States Mail, postage pre-paid, on the 19<sup>th</sup> day of December, 2007:

The Honorable Robert D. Drain  
United States Bankruptcy Court for the  
Southern District of New York  
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New York, NY 10004

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/s/ Michael A. Trentadue  
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